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ATTORNEYS FOR WAHLER
AUTOMOTIVE SYSTEMS, INC., WAHLER
METALURGICA LTDA, AND GUSTAV
WAHLER GMBH

**UNITED STATES BANKRUPTCY COURT x
SOUTHERN DISTRICT OF NEW YORK**

In re Chapter 11

GENERAL MOTORS CORPORATION, *et al.*, Case No. 09-50026
(Jointly Administered)

Debtors. x

**LIMITED OBJECTION BY WAHLER AUTOMOTIVE SYSTEMS, INC., WAHLER
METALURGICA LTDA, AND GUSTAV WAHLER GMBH TO NOTICE OF (I)
DEBTORS' INTENT TO ASSUME AND ASSIGN CERTAIN EXECUTORY
CONTRACTS, UNEXPIRED LEASES OF PERSONAL PROPERTY, AND UNEXPIRED
LEASES OF NONRESIDENTIAL REAL PROPERTY AND
(II) CURE COSTS RELATED THERETO**

Wahler Automotive Systems, Inc., Wahler Metalurgica Ltda, and Gustav Wahler GmbH (together, "Wahler") object to Debtors' proposed cure amount related to its assumption and assignment of Wahler's contracts, and in support of its objection, Wahler states:

Background

1. On June 1, 2009 ("Petition Date"), Debtors commenced these voluntary cases under chapter 11 of title 11 of the United States Code.
2. On June 2, 2009, this Court entered an order ("Bidding Procedure Order") [Docket # 274] approving Debtors' bidding procedure, which includes a procedure regarding Debtors' assumption and assignment of executory contracts.

3. Under the Bidding Procedures Order, on June 8, 2009, Debtors delivered Debtors' Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto ("Assignment Notice"). Debtors addressed the Assignment Notice to "GUSTAV WAHLER GMBH U CO KG." The Assignment Notice indicates that Debtors intend to assume and assign Debtors' agreements with Wahler ("Wahler Agreements"). On Debtors' website ("Contract Website") provided with the Assignment Notice, Debtors propose an overall cure amount of \$141,277.14¹ ("Proposed Cure Amount") for the Wahler Agreements.

Objection to Cure Amount

4. The Contract Website does not clearly and accurately list the Wahler Agreements. Specifically, the Contract Website, among other things, misidentifies certain vendor identification numbers and incorrectly categorizes the Wahler Agreements under one supplier name: "GUSTAV WAHLER GMBH U CO KG." Based on Debtors' relationship with Wahler, Wahler believes Debtors intend to assume the Wahler Agreements. Under the Wahler Agreements, Wahler provided Debtors certain valves related to Debtors' internal combustion engines. Wahler does not object to the proposed assumption and assignment of its executory contracts with Debtors. As of the Petition Date, however, Debtors owed Wahler \$246,149.79 under the Wahler Agreements.

5. As such, Wahler objects to the Proposed Cure Amount.

¹ Debtors' proposed cure amount is listed on a live, secure website, which Debtors appear to update regularly. The listed proposed cure amount is Debtors' proposed cure amount as of the date of this filing.

Relief Requested

Wahler, therefore, requests that Debtors properly identify all executory contracts and correct counterparties and pay the actual cure amount of \$246,149.79 in connection with the assumption and assignment of the Wahler Agreements.

Respectfully Submitted:

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By: / s / Colin T. Darke

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